

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION**

FLOWBEE INTERNATIONAL, INC.
and FLOWBEE HAIRCUTTER
LIMITED PARTNERSHIP,

Plaintiffs,

v.

GOOGLE INC.,

Defendant.

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Civil Action No. C-09-199

DECLARATION OF ROSE HAGAN

1. My name is Rose Hagan. I am over the age of 21, of sound mind, have never been convicted of a felony, am competent to make this Declaration, and every statement herein is within my personal knowledge and is true and correct. I know the facts stated herein of my own personal knowledge and my review of business records of the type I typically consult.

2. I am Managing Trademark Counsel at Google Inc. ("Google"), where I have been employed since September 2002. I make this declaration in support of Defendant Google Inc.'s Reply Memorandum of Law in Support of Its Motion dated October 6, 2009.

3. Google's headquarters is located in Mountain View, California.

4. It would be far more convenient for the case *Flowbee International, Inc. and Flowbee Haircutter Limited Partnership v. Google, Inc.* to be litigated in the Northern District of California rather than in the Southern District of Texas. The key witnesses are located in Northern California, as are the documents relating to the AdWords program, the AdSense for Domains program and Flowbee's and third parties' advertising accounts. All of the employees

that have knowledge Google is likely to rely upon in this case are located in Google's headquarters in Mountain View, California.

5. Because a trademark infringement lawsuit concerning Google's advertising program implicates different subgroups within Google, it will be necessary for Google to rely on the testimony of numerous of its employees to describe the relevant operation of those programs, the way they worked at all relevant times, and the reasons they work as they do. To adequately address these issues, Google will rely on the employees identified below.

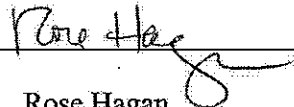
Name of witness	Title	Subject Matter of Relevant Testimony	Location
Edward Chiang	Associate Product Manager	Functionality of the keyword tool	Mountain View, CA
Daniel Dulitz	Senior Product Manager	Functionality and appearance of "Sponsored Links," including nonprivileged consumer research relating thereto.	Mountain View, CA
Baris Gultekin	Group Product Manager	Legacy functionality of the keyword tool	Mountain View, CA
Rose Hagan	Managing Trademark Counsel	Google's trademark policies for AdWords and AdSense for Domains	Mountain View, CA
Richard Holden	Product Management Director, AdWords	Functionality of the AdWords program	Mountain View, CA
Alana Karen	Director—Online Sales and Operations	Google's trademark policies for AdWords and AdSense for Domains	Mountain View, CA
Prashanth Koppula	Product Manager	Functionality of the AdSense for Domains program	Mountain View, CA

Tracy Lee-Blumberg	Online Sales and Operations Manager	AdWords customer service and Flowbee's advertising account	Mountain View, CA
Bill Lloyd	Team Lead, Legal Advertising Support	Information relating to Google's enforcement of its trademark policies	Mountain View, CA
Heather Wilburn	Account Manager	Operation of Google's AdWords program	Mountain View, CA

6. Google does not have office space in the Southern District of Texas or own any real property there. To the best of my knowledge, none of the individuals identified above regularly travels to the Southern District of Texas to conduct business.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: October 6, 2009


 Rose Hagan